

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 18677 FILED 1425

JAN 31 1994 - 9:35 AM

INTERSTATE COMMERCE COMMISSION

January 31, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Agency Agreement and Interest dated 10/13/93 between the following parties:

Agent: Interail, Inc.
One Foxfield Square, #200
St. Charles, IL 60174

Owner: Florail, Inc.
Post Office Box 0087
Deland, FL 32721

The equipment involved in this transaction includes:

Equipment: 16, Used Covered Hoppers
IC 769550-769654

Please file this agreement as a primary document. The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Mary Ann Oster
Mary Ann Oster

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MEMORANDUM OF AGENCY AGREEMENT AND INTEREST

This Memorandum is intended to evidence the Agency Agreement dated as of September 7, 1993 (the "Agency Agreement") between Florail, Inc., a Florida corporation ("Owner") and Interail, Inc., a Kansas corporation ("Agent"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 U.S.C. §11303. The Owner is the owner of the railroad rolling stock more fully described on Exhibit A attached hereto (the "Units") and has granted to Agent certain rights including the right to lease the Units. The Agency Agreement provides for other terms, including a fee to be paid to the Agent in certain events, including for the Lease and for certain options that may be executed by the Lessee under the Lease and grants to the Agent certain options with respect to the Units.

IN WITNESS WHEREOF, the Owner and the Agent, each pursuant to authority, have executed this Memorandum of Agency Agreement and Interest as of the 13th day of OCTOBER, 1993.

FLORAIL, INC.

INTERAIL, INC.

BY 

BY 
Vice President - Sales

STATE OF FLORIDA)

SS:

COUNTY OF VOLUSIA)

On this 13th day of October, 1993, before me personally appeared CLAUDE BIGOT, to me personally known, who, being by me duly sworn, says that he is President of FLORAIL, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Agency Agreement and Interest was the free act and deed of said corporation.

Joan A. Sherouse
Notary Public
Joan A. Sherouse
Commission No. CC144309

[Notarial Seal]

My commission expires: 9/14/95

STATE OF Illinois)

SS:

COUNTY OF DePue)

On this 1st day of Oct, 1993, before me personally appeared Richard C. Meyer, to me personally known, who, being by me duly sworn, says that he is Vice President-Sales of INTERAIL, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Agency Agreement and Interest was the free act and deed of said corporation.

Kathleen Kregul
" OFFICIAL SEAL " Notary Public
KATHLEEN KREGUL
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 4/9/94

[Notarial Seal]

My commission expires: 4-9-94

EXHIBIT A

OWNER - FLORAIL, INC.

"RAILCARS"

16 used covered hopper cars, thrall built, 1979,
100-ton, 4750 cu. ft.

CURRENT

REPORTING MARKS

GNWR 301380	GNWR 301481
GNWR 301381	GNWR 301482
GNWR 301387	GNWR 301484
GNWR 301388	GNWR 301486
GNWR 301390	GNWR 301490
GNWR 301392	GNWR 301492
GNWR 301396	GNWR 301493
GNWR 301397	GNWR 301498

TO BE REMARKED WITH 16 NUMBERS FROM THE FOLLOWING SERIES:

IC 769550 - 769654